

# EXHIBIT 1

State of Delaware

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Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "QX TELECOM LLC", FILED IN THIS OFFICE ON THE SIXTH DAY OF APRIL, A.D. 2001, AT 4:45 O'CLOCK P.M.



3378453 8100

010396685

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1293074

DATE: 08-13-01

CERTIFICATE OF FORMATION

OF

QX TELECOM LLC

1. The name of the limited liability company is QX TELECOM LLC.

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. This Certificate of formation shall be effective on the date of filing.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Formation of QX TELECOM LLC this 6th day of April, 2001.

Angelo Notaro

Angelo Notaro

Authorized Person

DE003 - 5:300 C T System Online

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:45 PM 04/06/2001  
010171277 - 3378453



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

AUGUST 28, 2001

0059566-7

C T CORPORATION SYSTEM  
208 SOUTH LASALLE STREET  
CHICAGO, IL 60604-1136

RE QX TELECOM LLC

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND AN APPROVED APPLICATION OF ADMISSION.

THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
LIMITED LIABILITY COMPANY DIVISION  
TELEPHONE (217)524-8008

JW:LLC

Form **LLC-45.5**

January 1999

**Illinois  
Limited Liability Company Act****Application for Admission to Transact Business**This space for use by  
Secretary of State

**Jesse White**  
Secretary of State  
Department of Business Services  
Limited Liability Company Division  
Room 359, Howlett Building  
Springfield, IL 62756  
<http://www.sos.state.il.us>

Payment must be made by certified  
check, cashier's check, Illinois  
attorney's C.P.A.'s check or money or-  
der, payable to "Secretary of State."

**Submit in Duplicate**

Must be typewritten

This space for use by Secretary of State

Date 8-28-01  
Assigned File # 0059-566-7  
Filing Fee \$400  
Penalty \$ 1050  
Approved: JB \$ 1450

**FILED****AUG 28 2001**

**LIMITED LIABILITY CO. DIV.**  
**JESSE WHITE**  
**SECRETARY OF STATE**

- Limited Liability Company name: QX TELECOM LLC  
(Must comply with Section 1-10 of ILLCA or article 2 below applies.)
- The assumed name, other than the true company name, under which the LLC proposes to transact business in Illinois is: \_\_\_\_\_  
(If applicable, a form LLC-1.20, Application to Adopt an Assumed Name, is required to be completed and attached to this application.)
- Federal Employer Identification Number (F.E.I.N.): 13-4173407
- Jurisdiction of Organization: Delaware
- Date of Organization: April 6, 2001
- Period of Duration: at will, unlimited duration  
(See #14 on back)
- The address, including county, of the office required to be maintained in the jurisdiction of its organization, or if not required, of the principal place of business (Post office box alone and c/o are unacceptable):  
  

<u>Corporation Trust Center, 1209 Orange Street</u>		
<small>(Number)</small>	<small>(Street)</small>	<small>(Suite)</small>
<u>Wilmington, Delaware</u>	<u>19801</u>	<u>New Castle</u>
<small>(City/State)</small>	<small>(ZIP Code)</small>	<small>(County)</small>
- Registered agent: CT Corporation System  

<small>(First name)</small>	<small>(Middle Name)</small>	<small>(Last Name)</small>
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Registered Office: c/o CT Corporation System, 208 South LaSalle Street  

<small>(Number)</small>	<small>(Street)</small>	<small>(Suite #)</small>
<u>(P.O. Box or c/o Chicago</u>	<u>Cook</u>	<u>Illinois 60604</u>
<small>(City)</small>	<small>(County)</small>	<small>(ZIP Code)</small>

  
are unacceptable)
- The date on which this foreign LLC first did business in Illinois: June 1, 2001

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10. The purpose or purposes for which the company is organized and proposes to conduct in this State: Include the business code # (IRS Form 1065).

Telephone calling card services -- 513300

11. The limited liability company is managed by:

- ☒ manager(s)  
☐ vested in member(s)

12. The Illinois Secretary of State is hereby appointed the agent of the limited liability company for service of process under the circumstances set forth in a subsection (b) of Section 1-50 of the ILLCA.

13. This application is accompanied by a certificate of good standing or existence, as well as a copy of the articles of organization, as amended, duly authenticated within the last thirty (30) days, by the officer of the state or country wherein the LLC is formed.

14. If the period of duration is a date certain and is not stated in the Articles of Organization from the domestic state, a copy of that page from the Operating Agreement stating the date must also be submitted.

15. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated August 21, , 2001  
(Month/Day) (Year)



(Signature)  
(Signature must comply with Section 5-45 of ILLCA)

Edward I. Mishan, Operating Manager  
(Type or print name and title)

\*(If applicant is a company or other entity, state name of company  
and indicate whether it is a member or manager of the LLC.)

\*Please refer to Sections 178.20(d) and (e) of the Administrative Rules

LLC-17.4